

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

916 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

2-034A005

\$16

January 3, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEB 3 1992 - 11:05 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed and acknowledged copies of a Certificate of Acceptance No. 3 dated February 3, 1992, a secondary document.

The enclosed document relates to the Equipment Lease dated as of December 13, 1991, which was recorded on December 16, 1991 under Recordation Number 17629.

The names and addresses of the parties to the enclosed document are:

Lessor: Security Pacific Equipment Leasing, Inc.
Four Embarcadero Center
San Francisco, California 94111

Lessee: Champion International Corporation
One Champion Plaza
Stamford, Connecticut 06921

A description of the railroad equipment covered by the enclosed document is:

Forty-five Gunderson 100-ton Plate C Boxcars bearing CRLE reporting marks and road numbers 6280 through 6324, both inclusive.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kapler

C. Alvord

17629-C
FEB 3 1992
TELETYPE UNIT
10 58 AM '92

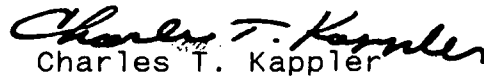
Mr. Sidney L. Strickland, Jr.
February 3, 1992
Page Two

Kindly return a stamped copy of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Certificate of Acceptance No. 3 dated February 3, 1992
covering 45 Boxcars bearing CRLE marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/3/92

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

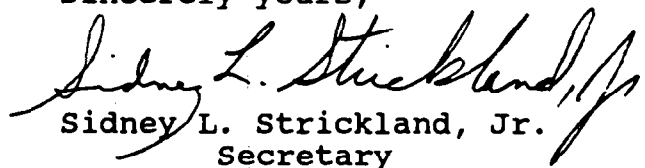
918 16th St. N.W. ICC

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/3/92 at , and assigned recordation number(s). 17629-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDED BY 17629-C

FEB 3 1992 -11 25 AM

INTERSTATE COMMERCE COMMISSION

CERTAIN RIGHTS OF LESSOR UNDER THE EQUIPMENT LEASE DESCRIBED BELOW AND IN THE EQUIPMENT COVERED HEREBY HAVE BEEN ASSIGNED TO, AND ARE SUBJECT TO, A SECURITY INTEREST IN FAVOR OF CANADA LIFE ASSURANCE COMPANY, AS SECURED PARTY UNDER A NONRECOURSE SECURITY AGREEMENT DATED AS OF DECEMBER 13, 1991, FROM LESSOR TO CANADA LIFE ASSURANCE COMPANY. THE EQUIPMENT LEASE HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. THE "ORIGINAL" COUNTERPART IS THAT WHICH CONTAINS THE RECEIPT THEREFOR EXECUTED BY CANADA LIFE ASSURANCE COMPANY ON THE SIGNATURE PAGE THEREOF. TO THE EXTENT THAT THE EQUIPMENT LEASE CONSTITUTES "CHATTEL PAPER," AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN SAID LEASE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE COUNTERPART MARKED "ORIGINAL" AND CONTAINING SUCH RECEIPT.

CERTIFICATE OF ACCEPTANCE No. 3
UNDER EQUIPMENT LEASE DATED AS OF Dec. 13, 1991, ("LEASE")
BETWEEN SECURITY PACIFIC EQUIPMENT LEASING, INC., AS LESSOR
AND CHAMPION INTERNATIONAL CORPORATION, AS LESSEE

Lessee hereby represents and warrants that Lessee (as agent for Lessor) has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment together with all accessories, parts and appliances installed thereon or belonging thereto and all manuals and records relating thereto:

PLACE ACCEPTED: (See attached schedule)

DATE ACCEPTED: (See attached schedule)


LESSOR'S COST: (See attached schedule)

DESCRIPTION AND IDENTIFYING NUMBER: (See attached schedule)

Lessee hereby further represents, warrants and certifies to Lessor, that on and as of the date of Lessee's acceptance of said Items of Equipment, the Equipment described herein: (1) is tangible personal property; (2) has been delivered to and is in the possession of Lessee; (3) has been fully inspected by qualified agents of Lessee; (4) is in good order, operating condition, and repair (subject to any minor undischarged obligations of suppliers, manufacturers, transporters or installers thereof to promptly update and conform the same as provided by their respective agreements and warranties); (5) meets all recommended or applicable safety standards; (6) is new and has not been used by anyone for any purpose prior to the date of Lessee's acceptance of the Equipment, and the original use thereof will commence with the Lessee

Lessor under the Equipment Lease; (7) is, as of the date of Lessee's acceptance of the equipment, available for use and service by Lessee and Lessor; and (8) has been marked or labeled showing Lessor's interest in the form and to the extent required by Lessor. Lessee further certifies that on the date of Lessee's acceptance of Equipment, Lessee has accepted the same from supplier(s) on behalf of Lessor and on behalf of Lessee under the Equipment Lease.

CHAMPION INTERNATIONAL CORPORATION

By 
Authorized Representative of Lessee

The "Original" counterpart of this Certificate of Acceptance received this ____ day of _____, 199_, by the undersigned.

CANADA LIFE ASSURANCE COMPANY

By _____

Title _____

State of Ohio

SS:

County of Butler

On this 29th day of January, 1992 before me personally appeared E. D. Vander Woude, to me personally known, who being by me duly sworn, says that (s)he is the Transportation Manager of Champion International Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission expires 10/06/93

WANDA F. PROFFITT
Notary Public, State of Ohio
My Commission Expires Oct. 6, 1993

SCHEDULE TO ACCEPTANCE CERTIFICATE NO. 3

<u>Place Accepted</u>	<u>Date Accepted</u>	<u>Lessor's Cost</u>	<u>Description</u>	<u>Identifying Numbers</u>
Portland, Oregon	February 3, 1992	\$63,151 per boxcar	45 Gunderson 100-Ton Plate C Boxcars	CRLE 6280-6324